

BYLAWS
OF
THE MAYOR'S BETTER AUSTIN FOUNDATION, INC.

ARTICLE ONE

NAME, PURPOSES, POWERS AND OFFICES

Section 1.1. Name. The name of this corporation (the "Corporation") is The Mayor's Better Austin Foundation, Inc.

Section 1.2. Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any successor Internal Revenue law or laws (the "Code"). Within the scope of the foregoing purposes, the Corporation is organized and shall be operated exclusively in the public interest for the benefit of the residents of the City of Austin, Texas, a political subdivision of the State of Texas, which is exempt from federal income taxation, described in Section 170(b)(1)(A) of the Code, and classified as other than a private foundation under Section 509(a)(1) of the Code. The Corporation shall support and benefit goals, public purposes and objectives of the City of Austin by, among other things and without limitation, soliciting, receiving, holding, reviewing and evaluating donations to prevent conflicts of interest, investing and managing gifts, grants, donations, and bequests (collectively "donations"), to provide additional capacity, advisors, volunteers and staffing to the city and by hosting, sponsoring and encouraging city activities, programs and initiatives. All donations and their handling shall comply with the provisions of these bylaws to prevent conflicts of interest and to provide transparency and public accountability.

Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Offices. The Corporation may have, in addition to its registered office, offices at such places, in the City of Austin, Texas as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

Section 1.5. Restrictions and Limitations on Accepting Donations. In addition to the restrictions on accepting donations that apply to the Corporation as a 501(c)(3) nonprofit organization incorporated in the State of Texas, the Corporation shall not solicit or accept, and will return promptly upon discovery, all funds and in-kind donations of any kind from: 1) entities, and the entities' officers, directors and owners of 5% or greater interest of the entities, that have

pending, or received within the preceding 12 months of donating to the Corporation, discretionary or other non-competitively bid professional contracts with the City of Austin other than those described by Local Gov't Code Section 252.022(a)(7)(F); 2) persons and their attorney and firms that have pending litigation against the City of Austin, or which had such litigation within the preceding 6 months of donating to the Corporation; 3) lobbyists registered with the City of Austin and firms that employ such lobbyists; and 4) individuals that own, and entities and the entities' officers, directors and owners that own, 5% or greater interest in real property, as defined by City of Austin Code, Section 1-7-2(10) and (11), and as amended, with a zoning case pending before the City of Austin or in the 6 months preceding the donation.

Section 1.6. Transparency. All donations accepted by the Corporation, all services, funds or other transfers provided to the City of Austin, and the names, business or residence zip codes and donation amounts of all such donors, will all be made available to the public or otherwise posted for the public review.

Section 1.7. Donor Affirmation of No Conflicts of Interest. All donors must affirm that their donation satisfies all the requirements in Section 1.5 at the time of the donation.

Section 1.8. Personnel Disclosure and Recusal. All Corporation employees, volunteers, or independent contractors that work with the City of Austin shall comply with the City of Austin Code's, Sections 2-7-72(E) personal financial disclosure requirements.

In addition prior to employment or contracting, all Corporation employees, volunteers or independent contractors that will be working with the City of Austin shall sign a statement that they will recuse themselves for conflicts of interests, as specified in Austin City Code, Sections 2-7-1, et. seq., including without limitation Sections 2-7-62 through 2-7-67, and Texas Local Government Code, Chapters 171 and 176. Failure to abide by the City's recusal requirements shall result in dismissal from employment and severance from association with the Corporation.

ARTICLE TWO

BOARD OF DIRECTORS

Section 2.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.

Section 2.2. Non-delegable Duties. All Board of Directors present or voting must review, evaluate, deliberate and approve by 2/3rds vote of the Board the acceptance of all funds and in-kind donations over \$1000, aggregated from one source within a 12 month period, to be received by the Corporation for compliance with the prohibitions in Section 1.5 and such ethical and other requirements specified at law, these bylaws, the articles of corporation or otherwise. A majority of the Board may approve all funds and in-kind donations of \$1000 or less, aggregated from onsource within a 12 month period. Absent sufficient contrary evidence, the directors are entitled to rely upon the affirmation made by a donor pursuant to Section 1.7. The Board shall

reject or return all donations that do not comply with Section 1.5 and may reject or return any donation for any reason in its sole discretion.

Section 2.3. Number; Election; Qualifications: The number of directors shall be no less than three (3) and no more than nine (9), and the number of the initial directors shall be three (3). The directors shall be selected and designated in a written instrument signed by the individual then serving as Mayor of the City of Austin at the time such selection is made, acting in his or her official capacity. Each director shall (i) be over the age of eighteen, (ii) be a resident of the City of Austin, Texas or Austin's Extended Territorial Jurisdiction, (iii) not be an official or employee of the City of Austin, Texas, (iv) not be a lobbyist registered with the City of Austin or employed by or represent any entity that lobbies the City of Austin, (v) not be a recipient as an individual, or an officer, director or owner of a 5% interest or greater in any entity, with a discretionary or non-competitively bid professional contract, other than those described by Local Gov't Code Section 252.022(a)(7)(F), with the City of Austin, pending or in the preceding 12 months before selection or (vi) not be a party to, or represent a party, in pending litigation against the City of Austin or within the preceding 6 months. A majority of the directors may not consist of "disqualified persons" (as defined in Code Section 4946, applied as though the Corporation were a private foundation) with respect to the Corporation or employees of such disqualified persons, and the Board of Directors shall not be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (other than foundation managers and one or more organizations described in Code Section 509(a)(1) or (2)).

Section 2.4. Term of Office. Each director of the Corporation shall hold office until the conclusion of the annual meeting of the Board of Directors immediately following such director's election to office and such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office. Directors shall be eligible for election to any number of consecutive terms.

Section 2.5. Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director shall be filled in the same manner that such director was elected in accordance with the Corporation's Articles of Incorporation and these Bylaws. Any director elected to fill a vacancy shall hold office until the next annual meeting of the directors of the Corporation and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

Section 2.6. Removal. Any director may be removed, either for or without cause, by notice in writing signed by the individual then serving as Mayor of the City of Austin at the time such removal is effected, acting in his or her official capacity. The Board member shall be removed and is automatically disqualified from service if they do not meet the requirements of Section 2.3.

Section 2.7. Place of Meetings. Meetings of the Board of Directors shall be held at such places, within the City of Austin, as may from time to time be fixed by the Board of

Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 2.8. Annual Meetings. An annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held each year during the first week of June. At such annual meeting, the directors shall elect officers and transact any and all other business as may properly come before the meeting.

Section 2.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by notice to all directors. Except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 2.10. Special Meetings. Special meetings of the Board of Directors may be called by the President upon not less than one (1) nor more than thirty (30) business days' notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors. All Board meeting notices shall specify the agenda items, including all funding, in-kind donations and projects to be reviewed and voted on for acceptance by the Board.

Section 2.11. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.12. Directors' Compensation. Directors may receive compensation for their services as directors or as members of a standing or special committee of the Board, may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or any standing or special committee thereof, and may receive compensation for serving the Corporation in any other capacity.

Section 2.12. Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of

any committee designated by such Board may, unless otherwise restricted by statute, by the Articles of Incorporation or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.12 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE THREE

COMMITTEES

Section 3.1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office may designate one or more committees which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 3.2. Advisory Boards or Committees. Advisory boards or committees not having and not exercising the authority, responsibility or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be directors of the Corporation. The President shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Corporation shall be served by such removal.

Section 3.3. Term of Office. Each member of a committee of directors or advisory board or committee shall continue as such until the next annual meeting of the directors of the Corporation and until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or shall cease to qualify as a member thereof.

Section 3.4. Chairperson. Unless otherwise designated by these Bylaws, one or more members of each directors' committee or advisory board or committee shall be appointed chairperson, or co-chairman, by the person or persons authorized to appoint the members thereof.

Section 3.5. Vacancies. Vacancies in the membership of any committee of directors or advisory board or committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee of directors or advisory board or committee, a majority of the whole board or committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee; except, any and all approvals to accept any funds or in-kind donations of greater than \$1,000 from one source in aggregate in a twelve (12) month period shall be approved by two-thirds vote of the entire board.

Section 3.7. Rules. Each committee of directors or advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE FOUR

NOTICES

Section 4.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by email, by facsimile transmission or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile shall be deemed to be given upon successful transmission of such facsimile.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Corporation under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FIVE

OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 5.1. Elected Officers. The elected officers of the Corporation shall include a President and may include one or more officers from time to time by the Board. None of the elected officers need be a member of the Board of Directors. All officers shall at all times meet the requirements in Section 2.3.

Section 5.2. Election. So far as is practicable, all elected officers shall be elected by the Board of Directors at each annual meeting thereof.

Section 5.3. Appointive Officers. The Board of Directors may also appoint one or more other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 5.4. Two or More Offices. Any two (2) or more offices may be held by the same person.

Section 5.5. Compensation. The compensation of all officers of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may from time to time delegate to the President the authority to fix the compensation of any or all of the other employees and agents of the Corporation.

Section 5.6. Term of Office; Removal; Filling of Vacancies. Each elected officer of the Corporation shall hold office until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. The officer shall be removed and is automatically disqualified from service if they do not meet the requirements in Section 2.3. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5.7. President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Board of Directors. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

Section 5.8. Vice Presidents. Each Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to be prescribed or delegated to such office by the President or the Board of Directors.

Section 5.9. Secretary. The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings

at all meetings of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors.

Section 5.10. Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President or the Board of Directors.

Section 5.11. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation. The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors

Section 5.12. Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President or the Board of Directors.

Section 5.13. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the

Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the President of the Corporation.

Section 6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Director may select or as may be selected in accordance with procedures established by the Board.

ARTICLE SEVEN

ACTIONS WITHOUT MEETINGS

Section 7.1. Unanimous Consent. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or committee members, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

Section 7.2. Other Action Without a Meeting. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by a sufficient number of directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action. Every written consent signed by less than all the

directors or committee members entitled to vote with respect to the action that is the subject of the consent shall bear the date of signature of each person who signs the consent. No written consent signed by less than all the directors or committee members entitled to vote with respect to the action that is the subject of the consent shall be effective to take such action unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by law, a consent or consents signed by not less than the minimum number of directors or committee members that would be necessary to take the action that is the subject of the consent are delivered to the Corporation by delivery to its registered office, registered agent, or principal place of business, or by delivery to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of directors are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation. A telegram, email, scan, telex, cablegram or similar transmission by a director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or committee member, shall be regarded as signed by the director or committee member for purposes this Section 7.2.

ARTICLE EIGHT

MISCELLANEOUS

Section 8.1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. Notwithstanding the foregoing, the Corporation may pay compensation in a reasonable amount to its officers and employees for services rendered and may compensate and reimburse its directors as provided in Section 2.12 of Article Two hereof.

Section 8.2. Employee, Volunteer and Independent Contractor Restrictions. All Corporation employees, volunteers and independent contractors must satisfy the requirements specified in Section 2.3.

Section 8.3. No Loans to Officers and Directors. No loans shall be made by the Corporation to its officers, directors or employees.

Section 8.4. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 8.5. Seal. The Corporation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

Section 8.6. Reserved Powers. The Board of Directors shall have the power to reject any donations for any reason, including terms or sources that are considered inappropriate by the Board of Directors.

Section 8.7. Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 8.8. Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 8.9. Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 8.10. Definitions: All terms in this document defined in Title 2 of the City of Austin Code, now and as amended, shall have the meaning in that title.

ARTICLE NINE

AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the directors then in office, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing initial Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation effective February __, 2015.

_____, Secretary